

RECORDATION NO. 23687 FILED

OCT 4 '01 11:04 AM
TS
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 3, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of May 1, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Andersons, Inc.
480 W. Dussel Drive
Maumee, Ohio 43537

Lessee: Oglebay Norton Industrial Sands, Inc.
1000 Oglebay Norton Drive
Brady, Texas 76825-0429

A description of the railroad equipment covered by the enclosed document is:

Two (2) railcars: AEX 238 and AEX 239.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Mr. Vernon A. Williams
October 3, 2001
Page 2

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of the 1st day of May, 2001, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Oglebay Norton Industrial Sands, Inc., a Delaware corporation, having its principal place of business at 1000 Oglebay Norton Drive, Brady, TX 76825-0429 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated as of May 1, 2001 (the "Master Lease"), and Rider #200101-ONIR1 dated as of May 1, 2001 (the "Assigned Schedule"), whereby Lessor leases to Lessee two (2) rail cars bearing consecutive railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term May 1, 2001 to December 31, 2003.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSOR:

Signed and acknowledged in the presence of:

Michael D. Coe

THE ANDERSONS, INC.

By:

Title:

Rasesh H. Shah
PRESIDENT RAIL GROUP

STATE OF Ohio)
COUNTY OF Lucas) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 17th day of July, 2001.

R. Thomas Connolly
Notary Public
My Commission Expires: R. Thomas Connolly
Notary Public, State of Ohio
My Commission Expires 1-13-02

LESSEE:

OGLEBAY NORTON INDUSTRIAL SANDS, INC.

By:

Title:

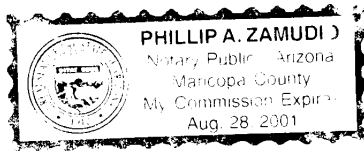
Nice. Brindel
Nice. Brindel

Signed and acknowledged in the presence of:

Nancy Nedemann

STATE OF AZ.)
) SS:
COUNTY OF maricopa)

On this 3 day of AUGUST, 2001, before me personally appeared PAUL CAMPANER, to me personally known, who being duly sworn, says that he/she is the V. P of DISCLOSURE that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Signature]
Notary Public
My Commission Expires: Feb 28 2001

EXHIBIT "A"		
Oglebay Norton Industrial Sands, Inc. #200101-ONIR1		
CAR NUMBERS:		
NEW NUMBER OLD NUMBER		
1	AEX 238	SIRX 238
2	AEX 239	SIRX 239

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10/03/01